

PEABODY ENERGY CORP
Form 4
March 03, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLINGER JEFFERY L

2. Issuer Name and Ticker or Trading Symbol
PEABODY ENERGY CORP [BTU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, GC & Sec.

701 MARKET STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ST. LOUIS, MO 63101-1826

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/01/2006 | | M | | 11,252 A \$ 7 | 65,184 ⁽¹⁾ | D ⁽²⁾ |
| Common Stock | 03/01/2006 | | M | | 1,284 A \$ 6.715 | 66,468 ⁽¹⁾ | D ⁽²⁾ |
| Common Stock | 03/01/2006 | | M | | 2,464 A \$ 7.298 | 68,932 ⁽¹⁾ | D ⁽²⁾ |
| Common Stock | 03/01/2006 | | S ⁽³⁾ | | 1,125 D \$ 48.55 | 67,807 ⁽¹⁾ | I ⁽²⁾ By trust |
| Common Stock | 03/01/2006 | | S ⁽³⁾ | | 1,641 D \$ 48.48 | 66,166 ⁽¹⁾ | I ⁽²⁾ By trust |

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| | | | | | | | | |
|--------------|------------|--------------|-------|---|----------|-------------------|--------------|----------|
| Common Stock | 03/01/2006 | <u>S</u> (3) | 1,406 | D | \$ 48.4 | 64,760 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 1,266 | D | \$ 48.37 | 63,494 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 984 | D | \$ 48.36 | 62,510 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 4,531 | D | \$ 48.27 | 57,979 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 937 | D | \$ 48.25 | 57,042 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 1,781 | D | \$ 48.2 | 55,261 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 47 | D | \$ 48.19 | 55,214 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 563 | D | \$ 48.18 | 54,651 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 141 | D | \$ 48.15 | 54,510 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 47 | D | \$ 48.13 | 54,463 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 187 | D | \$ 48.12 | 54,276 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 234 | D | \$ 48.11 | 54,042 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 703 | D | \$ 48.1 | 53,339 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 47 | D | \$ 48.09 | 53,292 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 141 | D | \$ 48.07 | 53,151 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 47 | D | \$ 48.06 | 53,104 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 1,031 | D | \$ 48.05 | 52,073 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 375 | D | \$ 48.04 | 51,698 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 47 | D | \$ 48.03 | 51,651 <u>(1)</u> | I <u>(2)</u> | By trust |
| Common Stock | 03/01/2006 | <u>S</u> (3) | 1,125 | D | \$ 48.01 | 50,526 <u>(1)</u> | I <u>(2)</u> | By trust |
| | 03/01/2006 | <u>S</u> (3) | 656 | D | \$ 48 | 49,870 <u>(1)</u> | I <u>(2)</u> | By trust |

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Common
Stock

Common Stock 03/01/2006 S⁽³⁾ 938 D \$ 47.95 48,932 ⁽¹⁾ I ⁽²⁾ By trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 7 | 03/01/2006 | | M | 11,252 | 05/21/2003 ⁽⁴⁾ 05/21/2011 | Common Stock | 11,252 |
| Employee Stock Option (right to buy) | \$ 6.715 | 03/01/2006 | | M | 1,284 | 01/15/2005 01/15/2012 | Common Stock | 1,284 |
| Employee Stock Option (right to buy) | \$ 7.298 | 03/01/2006 | | M | 2,464 | 01/02/2004 01/02/2013 | Common Stock | 2,464 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| KLINGER JEFFERY L 701 MARKET STREET | | | VP, GC & Sec. | |

ST. LOUIS, MO 63101-1826

Signatures

Jeffery L. Klinger by Joseph W. Bean,
Attorney-in-Fact

03/03/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Amount includes 3,496 shares held directly by the reporting person.
- (2) Pursuant to the Rule 10b5-1 trading plan referred to in footnote 3, upon exercise of the options the shares are immediately transferred to a family trust.
- (3) This sale was effected pursuant to a pre-existing Rule 10b5-1 trading plan adopted by the reporting person.
- (4) Of the 11,252 options, 2,501 vested on May 21, 2003 and 8,751 vested on May 21, 2004.
- (5) The numbers reported in this column 9 of Table II do not include an additional 315,884 options with different expiration dates and exercise prices.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.